

BY-LAWS
of the
EMPLOYEE ACTIVITY ASSOCIATION, INC.
As Amended 27 November 1973

ARTICLE I

Name, Seal, Offices, Purposes, and Association with the
United States Government

Section 1. Name. The name of this corporation is
the Employee Activity Association, Inc.

Section 2. Seal. The seal of the corporation shall
be as designated by the Board of Directors of the corporation.
The Board of Directors may change the form of the seal or
the inscription thereon at pleasure.

Section 3. Offices. The registered office shall be



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mailing address shall be Post Office Box 9357, Mid City Station,
Washington, D. C. 20005.

Section 4. Purposes. The corporation, organized primarily for officers and employees of the Central Intelligence Agency, will comply with those regulations and practices of the Central Intelligence Agency affecting it, with particular regard for security requirements. The particular business of the corporation is to advance the pleasure, recreation and other non-profit activities for its members.

ARTICLE II

Qualifications for Membership

Section 1. Membership.

(a) The members of the corporation shall consist of the persons signing the certificate of incorporation and any officers and employees of the Central Intelligence Agency, Government civilian employees, military persons detailed to the Central Intelligence Agency and other Government personnel working on Agency premises, whose application for membership is approved by the Board of Directors. The Board of Directors, or its duly authorized representatives, shall approve applications for membership.

(b) The corporation shall have four classes of membership:

(1) active - those persons whose application for membership is approved by the Board of Directors and who are dues paying members in good standing,

(2) inactive - active members delinquent in the payment of annual dues,

(3) honorary - those persons selected by the Board of Directors for outstanding contribution to the corporation,

(4) retired - active members who, upon retirement from Government service, apply to the Board of Directors for retired status and are so accepted.

(c) Only active members shall have the right to vote.

Section 2. In accordance with the President's memorandum for Heads of Executive Departments and Agencies, dated 18 April 1961, and the Director of Central Intelligence's letter in response, dated 29 April 1961, no use will be made of the name, sponsorship, facilities, or activity of the Association by or for any employees actively practicing

discrimination based on race, creed, color, sex, or national origin. The Association and its members will comply with regulations and practices of the Central Intelligence Agency as well as security requirements.

ARTICLE III

Membership Fee and Dues

Section 1. Dues. The Board shall prescribe the dues required for membership in the Association. Dues in an amount prescribed by the Board for all members.

Section 2. Kinds of Dues. Dues shall be paid as follows:

- (a) Annual - \$ 3.00 per year
- (b) Patron - \$12.00 for six years
- (c) Sponsor - \$25.00 for a lifetime membership

Members may change to any of the methods of payment at any time; if a change is made from (a) to (b) or (c), or from (b) to (c), adjustment in the amount to be paid will be made accordingly.

Section 3. Change in Dues. An increase or decrease in dues may be approved by the Board.

ARTICLE IV

Meetings of Members

Section 1. Dates. The annual meeting of the members of the Corporation shall be held during the first quarter of the calendar year at the principal office of the corporation at such time and date as the Board of Directors shall designate.

Section 2. Notice of Annual Meetings. Notice of the time, place, purpose, or purposes of the Annual meeting shall be served either by use of the Central Intelligence Agency mail system or by posting on the bulletin boards at the Headquarters Building, no less than ten days nor more than forty days before the meeting.

Section 3. Business. At the annual meeting, reports will be made to the membership. The membership may bring up such action as may be desired.

Section 4. Special Meetings. Special meetings of the members shall be called at least two weeks in advance by any officer on the written request of at least three members of the Board of Directors or fifty per cent (50%) of the members of the Association. Only the business for which such special meeting is called shall be considered.

Section 5. Agenda. The order of business at all Annual and Special meetings of the Association shall be as follows, insofar as such order may be consistent with the meeting:

- (a) Ascertainment that a quorum is present.
- (b) Reading of the minutes of the last meeting.
- (c) Reports of officers.
- (d) Reports of committees.
- (e) Unfinished business.
- (f) New business.

The members assembled at any Annual meeting may suspend the order of business upon a two-thirds vote of the members present at the meeting.

Section 6. Quorum. At any meeting of members of the Association, the presense of at least twenty-five active members, by person or by proxy, shall be necessary to constitute a quorum, and an act of the majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as may otherwise be specifically provided by statute or by these by-laws.

ARTICLE V

Board of Directors

Section 1. Board Membership. The number of Directors of the corporation shall be five, one each representing; the social-cultural, athletic, special events, self-improvement activities, and one member-at-large, but such number may be increased or decreased by amendment to these by-laws by the Board of Directors. Various other members as may be needed may be selected by the Board as advisors. Each Director shall serve for two years and may succeed himself.

Section 2. Election. The business and property of the corporation shall be managed and controlled by the Board of Directors, four of whom, representing four directorates, shall be elected bi-annually by the members of their respective directorates to hold office until the election and qualification of their respective successors except as hereinafter otherwise provided for filling vacancies. The Directors of the social-cultural and the athletic directorates shall be elected in even-numbered years and the directors of the self-improvement and the special events directorates shall be elected in odd-numbered years. The Director of Personnel will appoint the member-at-large in odd-numbered years to serve for two years. Directors must be members of the corporation.

Section 3. Resignation. Any Director may resign at any time by giving such written resignation to the Board of Directors.

Section 4. Vacancies. Any vacancies in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled for the unexpired term by the Directors then serving. Any Director so elected shall hold office until the next succeeding annual meeting of the members or until the election and qualification of his successor.

Section 5. Functions. The Board may take such actions as deemed appropriate to effectively operate the Association not inconsistent with these by-laws, or the operational and security requirements of the Central Intelligence Agency.

Section 6. Contracts and Services. The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to the corporation and may freely make contracts, enter transactions, or otherwise act for or on behalf of the corporation.

Section 7. Powers. All the corporate powers shall be and hereby are vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, to officers of the corporation, or to other members such powers as they may see fit.

Section 8. Audit. The Board of Directors shall be responsible for causing an independent audit to be made of all Association financial records at least annually.

ARTICLE VI

Meetings of the Board of Directors

Section 1. Regular Meetings. The Board shall meet at least once a year, in January, and upon call by the President.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or the Vice President and must be called by them on the written request of any Director.

Section 3. Notice of Meetings. Notice of the Directors' meetings shall be given through the Agency mail system at least three days before the meeting. Any business may be transacted at any meeting of the Board of Directors at which every Director is present even though without notice or waiver thereof.

Section 4. Officers of the Board. At all meetings of the Board of Directors the President or the Vice President, or in their absence a chairman chosen by the Directors present shall preside.

Section 5. Quorum. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the Directors present at any meeting at which there is a quorum shall be an act of the Board of Directors.

ARTICLE VII

Officers and Their Duties

Section 1. Number. The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer and such other officers with such powers and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Directors. Any two offices, except those of the President and Vice President, may be held by the same person.

Section 2. Election, Term of Office, and Qualification. The officers shall be elected annually by the Board of Directors, ~~from among their number.~~ *

Section 3. Vacancies. In case any office becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of Directors then in office may elect an officer to fill such vacancy for the balance of the term of the officer whose departure created the vacancy.

Section 4. President. The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

Section 5. Vice President. At the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 6. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation. He may sign with the President or Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the corporation. He shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper he may endorse, on behalf of the corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the

signing and execution thereof shall be expressly designated by the Board of Directors or by these by-laws to some other officer or agent of the corporation. He shall enter regularly on the books of the corporation to be kept by him for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the corporation, and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the corporation. He shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 8. Removal. Any officer may be removed from office by the affirmative vote of all other Directors except himself at any regular or special meeting called for that purpose, provided such officer shall have received five days prior notice in writing by mail or the mail system of the Central Intelligence Agency of the meeting of the Board at which such removal is to be voted on and provided that such notice indicates his projected removal as an agenda item.

ARTICLE VIII

Funds, Agents, Representatives, and Contracts

Section 1. Funds. Funds available to the Association from dues, money-raising activities of all kinds, and from whatever sources, shall be disbursed for such purposes and subject to such controls as the Board shall determine. In allocating funds, the Board shall have due regard for the

interests of the members. An accounting by the Board of the allocation and disbursement of funds will be made at the annual meeting. Nothing herein shall prevent members of any duly sanctioned activity by the Board from assessing and expending such additional dues and levies for such activity. Any such funds shall not be funds available to the Association within the contemplation of this Article.

Section 2. Agents and Representatives. The Board of Directors may appoint such agents and representatives of the corporation as the Board of Directors may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.

Section 3. Contracts. The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE IX

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the corporation shall commence on January 1 of each year and end on December 31.

ARTICLE X

Prohibition against Sharing in Corporate Earnings

No member, Director, officer, or employee of or member of a committee of or person connection with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction exclusively to charitable, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may thereafter be amended.

ARTICLE XI

Amendments to these By-Laws

Repeal, alterations and amendments to these by-laws may be approved by the Board of Directors, or a petition for such purpose may be submitted by at least fifty per cent (50%) of the Association to the Board of Directors for approval.

We the undersigned hereby concur in and approve the amendments to the By-Laws of the Employee Activity Association, Inc., as amended, to be effective 27 November 1973.

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